

EXHIBIT
328(a-2)

08 CR 240 (BMC)

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 400 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

BROOKLYN'S BEST INC.

EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B

ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
- ☒ 1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 - 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
 - 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
 - (a) involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:

- 1. Full name and prior names used
- 2. Full birth name
- 3. Present home address
- 4. Prior addresses for immediate preceding 7-year period
- 5. Date and location of birth
- 6. Social Security number.
- 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) holder stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity in held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES ☒ NO ☐

IF YOUR ANSWER TO THE ABOVE QUESTION IS YES, YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- 1. Name and address of the corporation
- 2. Full name, including alias and address of each person involved
- 3. State(s) in which the corporation:
 - (a) Was incorporated
 - (b) Has transacted business
- 4. Dates of corporate operation.
- 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

BY Dennis Basile DATE 6/30/95
TITLE Dennis Basile, Incorporator

BY Richard Greaves DATE 6-29-95
TITLE Richard Greaves, Incorporator

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

FISCAL DATE December 31st

ARTICLES OF INCORPORATION

OF

BROOKLYN'S BEST INC.

RECEIVED
AZ CORP COMMISSION
FILED

JUN 23 2 33 PM '05

APPROVED
DATE 6/23/05
TERM
DATE

015250709

The undersigned, acting as incorporators of a corporation under the Arizona Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

- FIRST: The name of the corporation is BROOKLYN'S BEST INC.
- SECOND: The period of its duration is perpetual.
- THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful purposes for which corporations may be incorporated under the provisions of the Arizona Business Corporation Act.

FOURTH: A brief statement of the character of business which the corporation initially intends actually to conduct in Arizona is: Selling a variety of foods.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is Two Hundred (200) without par value.

SIXTH: The name and address of the initial statutory agent of the corporation is:

C T Corporation System
3225 North Central Avenue
Phoenix, Maricopa County, Arizona 85012

SEVENTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Dennis Basile	4435 N. 78th Street, Scottsdale, AZ 85251
Richard Greaves	4435 N. 78th Street, Scottsdale, AZ 85251

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Dennis Basile	4435 N. 78th Street, Scottsdale, AZ 85251
Richard Greaves	4435 N. 78th Street, Scottsdale, AZ 85251

DATED June 29, 1995


Dennis Basile, Incorporator


Richard Greaves, Incorporator

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
BY RESIDENT AGENT

CT CORPORATION SYSTEM, having been designated to act as statutory agent, hereby
consents to act in that capacity until it is removed, or submits its resignation, in accordance
with the Arizona Revised Statutes.

C T Corporation System

By: 
Cindy L. Parrinello, Special Asst. Secretary